PARENTAL
ADVISORY
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2. **Bitch, Don't Kill My Vibe**
3. **Backseat Freestyle**
4. **The Art of Peer Pressure**
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10. **Sing About Me, I'm Dying of Thirst**
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12. **Compton** FEATURING DR. DRE
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15. **Now or Never** FEATURING MARY J. BLIGE [BONUS TRACK]

Bitch, Don't Kill My Vibe [REMIX] FEATURING JAY Z

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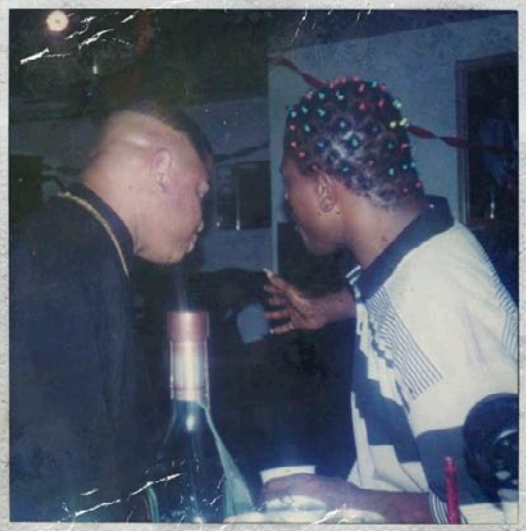

1. **Sherane a.k.a Master Splinter's Daughter**
(K. Duckworth, C. Whitacre, J. Henderson)
WB Music Corp., TDE Music, Hard Working Black Folks Publishing (ASCAP) West Coast Livin Publishing(ASCAP)
Henderworks Music Publishing (BMI)
Produced by Tha Bizness for Tha Bizness Productions LLC
Recorded at Patchwerk Recording Studios, Atlanta, GA and TDE Red Room, Carson, CA
Recorded by Dee Brown and Derek "MixedByAli" Ali
Mixed By Dr. Dre & Derek "MixedByAli" Ali
Mix Engineer Mauricio "Veto" Iragorri
Live Bass Guitar by Demonterious Lawrence

2. **Bitch, Don't Kill My Vibe**
(K. Duckworth, M. Spears, Braun/Vindahl Friis/Lykke Schmidt)
WB Music Corp., TDE Music, Hard Working Black Folks Publishing (ASCAP) TDE Music, Beat Bully Productions (ASCAP) EMI Blackwood Music Inc./Edition MFD
Publishing/EMI Music Publishing Denmark A/S(BMI) Publishing Designee of Liv Lykke
Produced by Sounwave for TDE Music
Guitar by J. Valle
Live string arrangement composed and performed by Charly and Margaux in Brooklyn, NY
Additional Violin by Mary Keating
Guitar by Marlon Williams
Background Vocals by Anna Wise of Sonnymoon
Additional Vocals by JMSN
Recorded at TDE Red Room, Carson CA
Recorded by Derek "MixedByAli" Ali
Mixed By Dr. Dre & Derek "MixedByAli" Ali
Mix Engineer Mauricio "Veto" Iragorri
Contains portions of "Tiden Flyver" (Braun/Vindahl Friis/Lykke Schmidt)
published by EMI Blackwood Music Inc./Edition MFD
Publishing/EMI Music Publishing Denmark A/S(BMI) and Publishing Designee of Liv Lykke.
Contains elements of the master recording "Tiden Flyver" performed by Boom Clap Bachelors.
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3. **Backseat Freestyle**
(K. Duckworth, C. Hollis)
WB Music Corp.,TDE Music, Hard Working Black Folks Publishing
(ASCAP) Hit-Boy Music, U Can't Teach Bein' The Shhh/Songs of Universal (BMI)
Produced by Hit-Boy for Hitboy Music/Very Good Beats Inc.
Recorded At TDE Red Room, Carson, CA
Recorded By Derek "MixedByAli" Ali
Mixed By Derek "MixedByAli" Ali
Background Vocals by Michael Young

4. **The Art of Peer Pressure**
(K. Duckworth, R. Rask, J. Vesetergaard)
WB Music Corp., TDE Music, Hard Working Black Folks Publishing (ASCAP) EMI Music Publishing Scandinavia
Produced by Tabu
Recorded at TDE Red Room, Carson CA
Recorded by Derek "MixedByAli" Ali
Mixed By Derek "MixedByAli" Ali

5. **Money Trees** FEATURING JAY ROCK
(K. Duckworth, D. Natche, J. McKinzie, V. Garance, A. Legrand, A. Scally)
WB Music Corp., TDE Music, Hard Working Black Folks Publishing (ASCAP)
SESAC affiliate DAHI PRODUCTIONS — writers number 379845 (SESAC) TDE Music (BMI) Chrysalis Music (ASCAP)
Produced by DJ Dahi
Recorded At TDE Red Room, Carson, CA
Recorded by Derek "MixedByAli" Ali
Mixed By Derek "MixedByAli" Ali
Background Vocals by Anna Wise of Sonnymoon
Contains elements of "Silver Soul" Words and Music by Victoria Garance, Alixe Legrand and Alex Scally
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Contains a sample of "Silver Soul" as performed by Beach House. Courtesy of Sub Pop Records.
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Jay Rock appears courtesy of Top Dawg Entertainment/Strange Music

6. **Poetic Justice** FEATURING DRAKE
(K. Duckworth, E. Molina, A. Graham, J. Harris, J. Jackson, T. Lewis)
WB Music Corp., TDE Music, Hard Working Black Folks Publishing (ASCAP) Elijah Molina Publishing,
Kobalt (SESAC) Live Write LLC / EMI Blackwood Music, Inc. (BMI) EMI April Music, Inc.(ASCAP) Flyte Tyme Tunes, Inc (ASCAP) Black Ice Publishing (BMI)
Produced by Scoop DeVille
Additional Production by Sounwave
Recorded at TDE Red Room, Carson, CA
Recorded By Derek "MixedByAli" Ali
Mixed By Dr. Dre & Derek "MixedByAli" Ali
Mix Engineer Mauricio "Veto" Iragorri
Contains excerpts from "Any Time Any Place" written by J. Harris, J. Jackson, T. Lewis and published by EMI April Music, Inc. (ASCAP), Flyte Tyme Tunes, Inc. (ASCAP), Black Ice Publishing (BMI). Used by permission.
Contains excerpts from "Any Time Any Place" as performed by Janet Jackson. Used courtesy of Virgin UK, under license from EMI Music Marketing.
Drake appears courtesy of Aspire Music Group/Young Money Entertainment/Cash Money Records.

7. **good kid**
(K. Duckworth, P. Williams)
WB Music Corp.,TDE Music, Hard Working Black Folks Publishing (ASCAP) EMI April Music Inc. o/b/o Itself and More Water from Nazareth (ASCAP)
Produced by Pharrell for The Neptunes
Recorded at TDE Red Room, Carson CA
Recorded by Derek "MixedByAli" Ali & Mike Larson
Mixed By Dr. Dre & Derek "MixedByAli" Ali
Mix Engineer Mauricio "Veto" Iragorri
Additional vocals by Chad Hugo

8. **m.A.A.d city** FEATURING MC EIHT
(K. Duckworth, M. Spears, R. Riera, A. Morgan, A. Tyler)
WB Music Corp.,TDE Music, Hard Working Black Folks Publishing (ASCAP)
TDE Music, Beat Bully Productions (ASCAP)THC Music (ASCAP) Bluestamp Tunes (BMI)
Produced by Sounwave for TDE Music and THC
Additional Production by Terrace Martin
Recorded At TDE Red Room, Carson CA
Recorded By Derek "MixedByAli" Ali & James Hunt
Violin by Mary Keating
Guitar and Bass Guitar by Marlon Williams
Mixed By Derek "MixedByAli" Ali

9. **Swimming Pools (Drank)** [EXTENDED VERSION]
(K. Duckworth, T. Williams)
WB Music Corp., TDE Music, Hard Working Black Folks Publishing (ASCAP) Warner-Tamerlane Publishing Corp., Brother Bagz Publishing(BMI)
Produced by T-Minus
Recorded At TDE Red Room, Carson CA
Recorded by Derek "MixedByAli" Ali
Mixed By Dr. Dre & Derek "MixedByAli" Ali
Mix Engineer Mauricio "Veto" Iragorri

10. **Sing About Me, I'm Dying of Thirst**
(K. Duckworth, G. Stevenson, D. Hutchins, Q. Jones, A. Bergman, M. Bergman)
WB Music Corp., TDE Music, Hard Working Black Folks Publishing (ASCAP) Its Like That (ASCAP)
Derrick Hutchins Jr. Publishing (BMI) WB Music Corp.(ASCAP)
Produced by Like of Pac Div and Skhye Hutch
Additional Production by Sounwave
Recorded at TDE Red Room, Carson CA
Recorded by Derek "MixedByAli" Ali
Mixed By Derek "MixedByAli" Ali
Piano by Gabriel Stevenson / Violin by Mary Keating
Additional Vocals by JMSN, Anna Wise of Sonnymoon and Camille "ill Camille" Davis
"Contains elements of "Maybe Tomorrow" (Q. Jones/A. Bergman/M. Bergman), WB Music Corp. (ASCAP). All rights reserved." Contains a sample of "Maybe Tomorrow" as performed by Grant Green courtesy of Blue Note Records.
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11. **Real** FEATURING ANNA WISE OF SONNYMOON
(K. Duckworth, T. Martin)
WB Music Corp., TDE Music, Hard Working Black Folks Publishing (ASCAP) Rose Mac Music (ASCAP)
Produced by Terrace Martin
Recorded at At My Mama's House Studio, Los Angeles, CA, TDE Red Room, Carson, CA
Recorded by Derek "MixedByAli" Ali & James Hunt
Mixed By Dr. Dre & Derek "MixedByAli" Ali
Mix Engineer Mauricio "Veto" Iragorri
Guitar by Marlon Williams
Violin by Mary Keating
Background Vocals by JMSN
Additional Vocals by Anna Wise of Sonnymoon

12. **Compton** FEATURING DR. DRE
(K. Duckworth, J. Smith, C. R. Cason, S. Jordan)
WB Music Corp.,TDE Music, Hard Working Black Folks Publishing (ASCAP) N.Q.C. Music Publishing LLC o/b/o F.O.B. Music Publishing(ASCAP) Music City Associates (BMI) Feedmybabeez Publishing/Almo Music Corp (ASCAP)
Produced by Just Blaze for F.O.B. Entertainment/N.Q.C. Management LLC
Recorded at Encore Studios, Burbank, CA and TDE Red Room Studios, Carson, CA
Recorded by Mauricio "Veto" Iragorri and Derek "MixedByAli" Ali
Recorded by Andrew Wright at Rebel Base @ Stadium Red, NYC
Mixed by Dr. Dre
Mix Engineer Mauricio "Veto" Iragorri
Additional mixing by Just Blaze and Andrew Wright @ Stadium Red, NYC
"Compton" contains excerpts from "What's This World Coming To" as performed by Formula IV, courtesy of Sony Music Entertainment. Used by permission.
Dr. Dre appears courtesy of Aftermath Records

13. **The Recipe** FEATURING DR. DRE [BONUS TRACK]
(K. Duckworth, A. Young, E. Molina, E. Cardona, G. D'Amico, U. Gupta, A. Hernandez, B. Ujueta)
WB Music Corp., TDE Music, Hard Working Black Folks Publishing (ASCAP) WB Music Corp.,
Ain't Nothing Going on but F***n Music (ASCAP) Elijah Molina Publishing, Kobalt (SESAC)
Domino Publishing Company of America Inc.(BMI)
Produced by Scoop DeVille
Recorded at Encore Studios, Burbank, CA & TDE Red Room Studios, Carson, CA
Recorded by Mauricio "Veto" Iragorri and Derek "MixedByAli" Ali,
assisted by Robert Reyes, Quentin Gilkey & Drew Adams.
Additional Keyboards by Andre Brissett, Eric Hudson and Andrew Clifton
Additional Drums by Trevor Lawrence
Additional Vocals by Sly "Pyper" Jordan and Gabby Jayne
Mixed by Dr. Dre
Mix Engineer Mauricio "Veto" Iragorri
Contains elements of "Meet The Frownies" written by E. Cardona, G. D'Amico, U. Gupta, A. Hernandez, B. Ujueta and published by Domino Publishing Company of America Inc.(BMI)
This track contains a sample of "Meet The Frownies" As performed by Twin Sister.
Courtesy of Dead Oceans. Used by permission. All rights reserved.
Dr. Dre appears courtesy of Aftermath Records

14. **Black Boy Fly** [BONUS TRACK]
(K. Duckworth, C. Smith, D. Parker)
WB Music Corp., TDE Music, Hard Working Black Folks Publishing (ASCAP) Pizza Publishing (ASCAP)
WB Music Corp., Hard Working Black Folks Publishing, Psalms 144:1(BMI)
Produced by Rahki
Co-Produced by Dawaun Parker
Recorded at TDE Red Room, Carson, CA
Recorded by Derek "MixedByAli" Ali
Mixed By Derek "MixedByAli" Ali
Background Vocals by Anna Wise of Sonnymoon

15. **Now or Never** FEATURING MARY J. BLIGE [BONUS TRACK]
(K. Duckworth, J. Splash, J. Sullivan)
WB Music Corp., TDE Music, Hard Working Black Folks Publishing (ASCAP)Jacks Love Emporium, EMI Blackwood Music, Inc., Plantlife Experience(BMI)JazLady Publishing o/b/o Jazmine Sullivan(ASCAP)
Produced and Arranged by Jack Splash
Recorded at TDE Red Room, Carson, CA and Body Music Studios, Miami, FL
Recorded by Jack Splash and Derek "MixedByAli" Ali
Mixed By Dr. Dre & Derek "MixedByAli" Ali
Mix Engineer Mauricio "Veto" Iragorri
Recording Engineer Jared Scott
Mary J. Blige appears courtesy of Matriarch Entertainment/Geffen Records

Bitch, Don't Kill My Vibe [REMIX] FEATURING JAY Z
(K. Duckworth, S. Carter, M. Spears, Braun/Vindahl Friis/Lykke Schmidt)
WB Music Corp., TDE Music, Hard Working Black Folks Publishing (ASCAP) TDE Music, Carter Boys Music (ASCAP)/ WB Music Corp. (ASCAP), Beat Bully Productions (ASCAP) EMI Blackwood Music Inc./Edition MFD Publishing/EMI Music Publishing Denmark A/S(BMI) Publishing Designee of Liv Lykke
Produced by Sounwave for TDE Music
Guitar by J. Valle
Live string arrangement composed and performed by Charly and Margaux in Brooklyn, NY
Additional Violin by Mary Keating
Guitar by Marlon Williams
Background Vocals by Anna Wise of Sonnymoon
Additional Vocals by JMSN
Recorded at TDE Red Room, Carson CA
Recorded by Derek "MixedByAli" Ali
Mixed By Dr. Dre & Derek "MixedByAli" Ali
Mix Engineer Mauricio "Veto" Iragorri
Contains portions of "Tiden Flyver" (Braun/Vindahl Friis/Lykke Schmidt)
published by EMI Blackwood Music Inc./Edition MFD
Publishing/EMI Music Publishing Denmark A/S(BMI) and Publishing Designee of Liv Lykke.
Contains elements of the master recording "Tiden Flyver" performed by Boom Clap Bachelors.
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JAY Z appears courtesy of Roc Nation.

1. **Sherane a.k.a Master Splinter's Daughter**
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13. **The Recipe** FEATURING DR. DRE [BONUS TRACK]
14. **Black Boy Fly** [BONUS TRACK]
15. **Now or Never** FEATURING MARY J. BLIGE [BONUS TRACK]

Bitch, Don't Kill My Vibe [REMIX] FEATURING JAY Z

Executive Producers: Anthony "Top Dawg" Tiffith and Dr. Dre
Associate Producers: Terrence "Punch" Henderson, Dave Free and Kirdis Postelle

Top Dawg Entertainment:
A&R: Kendrick Lamar, Sounwave
A&R coordinator: Ret One
Album Coordination: Punch, Dave Free
Management: Punch, Dave Free and Moosa for Top Dawg Management
Stylist: Kitti Fontaine
Grooming: Willie Long
Legal: Joshua P. Binder, Esq.

Aftermath Production Coordinator: Larry Chatman
Aftermath Coordinator: Ashley Palmer

Interscope Records:
A&R: Manny Smith and DJ Mormile
A&R Coordinator: Tunji Balogun
Marketing: Barry Williams and Archie Davis
Production Coordinator: Andrew Van Meter
Creative: Stephanie Hsu
Business Affairs: Marnie Nieves and Todd Douglas
Publicity: Ray Alba
International Marketing: Don Robinson

Mixed at: No Excuses Studios
Mastered by: Brian "Big Bass" Gardner & Mike Bozzi

Art Direction: Kendrick Lamar
Design: Invisible Creature, Inc.
Handwriting on Cover: ScHoolboy Q
Photography: Dan Monick
Additional Photographs Courtesy of Paula Oliver and Dwayne LaFleur

Thank You God and Family.

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